

EXACT SCIENCES CORP
Form 4
March 25, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
Section 17(a) of the Public Utility Holding Company Act of 1935
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

2. Issuer Name AND Ticker or Trading Symbol

6. F

Zenner Patrick J.

EXACT Sciences Corporation (EXAS)

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(Last) (First) (Middle)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year
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c/o EXACT Sciences Corporation
63 Great Road

03/21/03

(Street)

5. If Amendment,
Date of Original
(Month/Day/Year)

7.

Maynard MA 01754

(City) (State) (Zip)

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED, AND HELD AT THE END OF THE PERIOD

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
			Code V	Amount (A) or (D) Price	

1. Title of Derivative Security (Instr. 3)	2. Conversion or	3. Transaction	3A. Deemed Execution	4. Transaction Code	5. Number of Derivative
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7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

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Title Amount or
Number of
Shares

Common stock	10,000	\$9.83(2)	10,000	(D)
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Explanation of Responses:

- (1) Granted pursuant to Issuer's 2000 Stock Option and Incentive Plan, which complies with Rule 1
- (2) \$9.83 the fair market value of the Common Stock of the Issuer on the date of grant.
- (3) Exercisable over a 3-year period beginning on March 21, 2003 with 33.33% exercisable after one year and in equal monthly installments thereafter.

03/24/03

**Signature of Reporting Person

Date

*** By: /s/ Stephen A. Read
Stephen A. Read
Attorney-in-Fact(a)

- (a) Pursuant to a Power of Attorney on file with the Commission, which Power of Attorney is incorporated herein by reference.

Reminder: Report on a separate line for each class of securities beneficially owned directly or i

* If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient, SEE Instruction 6 for procedure.